

From: Kelly Williams
To: Birkitt, Judi
CC: Keegan, Cynthia
Date: 2/20/2009 12:00 PM
Subject: AOL

Judi,

I have reviewed the second submission of ZMAP 2008-0011 and offer the following comments:

The applicant has determined via a tree survey of the site, that a modification to Section 5-1303(A)(1) of the Zoning Ordinance is no longer required. The modification application has been withdrawn. This issue has been resolved.

As per the first referral, the proposed rezoning application complies with the planned Keynote Employment land use designation of the Revised General Plan.

Kelly

Kelly Williams

Planner, Community Planning
1 Harrison Street, 3rd Floor
P.O. Box 7000
Leesburg, VA 20177-7000
Phone (703) 771-5496
Fax (703) 777-0441

County of Loudoun
Department of Planning
MEMORANDUM

DATE: October 20, 2008
TO: Judi Burkitt, Project Manager, Land Use Review
FROM: Kelly Williams, ^{FW}Planner, Community Planning

SUBJECT: ZMAP 2008-0011, AOL LLC

BACKGROUND

The applicant, AOL LLC, is requesting a rezoning to convert Lots 41A-A1, 41A-1B-1A, 41A-1B-1B, and 41A-1B-1C of the America Online Campus from PD-IP (Planned Development-Industrial Park) under the *1972 Zoning Ordinance* to PD-OP under the Revised 1993 Zoning Ordinance. The application proposes to reconfigure the lot lines around existing buildings, thereby requiring a rezoning to accommodate the FAR for each lot as required by the Zoning Ordinance. Further, a zoning modification is being requested to adjust the tree canopy amount required on each lot.

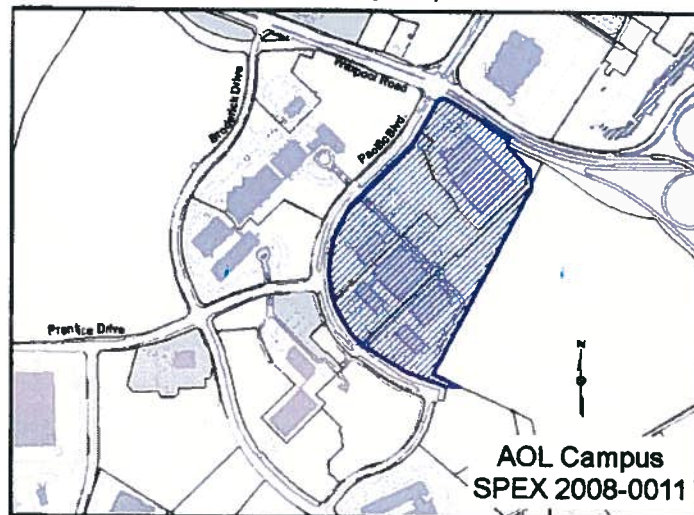
The parcels of the AOL Campus that are the subject of this application consist of approximately 43.35 acres located on southeast corner of Waxpool Road and Pacific Boulevard. There are three office buildings, one data/technology center, two parking structures and several surface parking lots on the property. AOL Campus office uses are located to the south and west of the site and a vacant parcel owned by AOL is located directly east of the site. Retail uses in the Dulles 28 Centre are located to the north of the site across Waxpool Road. (See Vicinity Map, page 2)

A review of County GIS records indicate that the following elements of the County's Green Infrastructure are present on the subject property: minimal forest cover and trees, minor floodplain and associated wetlands. There is no proposed disturbance of the existing environmental features.

COMPLIANCE WITH THE COMPREHENSIVE PLAN

The property is located in the Sterling Community of the Suburban Policy Area and is specifically governed by the land use policies of the Revised General Plan. The Revised Countywide Transportation Plan (CTP), the Countywide Retail Plan Amendment (Retail Plan), and the Bicycle and Pedestrian Mobility Master Plan (Bike/Ped Plan) also apply. The site is also located within the Route 28 Tax District.

Vicinity Map



LAND USE

The Revised General Plan identifies the site as suitable for Keynote Employment uses (Revised General Plan, Chapter 7, Planned Land Use Map). Keynote Employment Centers are intended to be "100-percent premier office or research-and-development centers supported by ancillary retail and personal services for employees" (Revised General Plan, Chapter 6, Keynote Employment Center Policies, text). The County supports regional and nationally oriented office centers within the Keynote Employment planned land use areas of the Route 28 Corridor (Revised General Plan, Chapter 6, Keynote Employment Center Policies, text). Keynote Employment Centers are described as areas that "have high visibility along major corridors, their structures accented with heavily landscaped greens and tree-lined boulevards, and reflect the County's growing prominence as a global crossroads for business" (Revised General Plan, Chapter 6, Keynote Employment Center Policies, text). Keynote Employment developments normally will maintain larger front and side yards to permit extensive landscaping and design features to accentuate the larger-scale buildings (Revised General Plan, Chapter 11, Light Industrial and Regional Office Design Guidelines, text). In Keynote Employment areas the buildings should remain the predominate feature. The overall appearance and design concept of the development should relate to the dominant corporate image of the surrounding Keynote Employment and Business Centers in the area.

This application proposes to reconfigure the lot lines between four parcels to better accommodate the market needs of AOL. In order to meet zoning requirements for FAR per parcel, AOL is requesting to rezone the property to PD-OP. All site design elements such as buildings, parking, landscaping and pedestrian connections are existing and are not being changed per this application. (See pictures below)



The AOL Campus has been a model "Keynote Employment" Center since its development in 1997. America Online and MCI/WorldCom are mentioned as examples of businesses located within Keynote Employment Centers (Revised General Plan, Chapter 6, Keynote Employment Center Policies, text).

As this application is proposing to rezone the property to accommodate a shift in lot lines, and the existing features of the office development are not being changed, staff finds the proposed application is in conformance with the Keynote Employment land use policies of the Revised General Plan.

Zoning Modification

According to the statement of justification, the applicants are requesting a zoning modification to Section 5-1303(A)(1) of the Revised 1993 Zoning Ordinance "in order to permit varying percentages of tree canopy coverage on the four parcels, while maintaining an overall tree canopy coverage of 10% over all four parcels. The application is not proposing to change any design features of the already existing office development, including the existing landscaping and tree canopy. The site currently meets the ordinance requirements, however with the change in lot lines; two of the lots will no longer meet the requirement. It is the intent of the modification to allow the existing tree canopy to be maintained as it currently exists.

Staff can recommend approval of the modification if the applicant is willing to commit to retaining the existing tree canopy and providing assurances that it will be maintained.

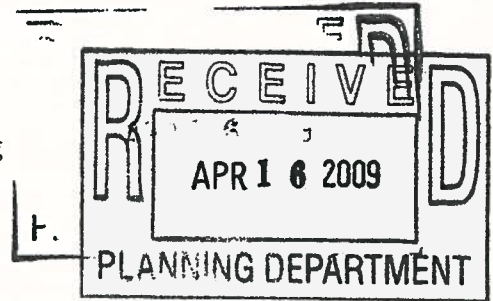
RECOMMENDATIONS

The proposed rezoning application complies with the planned Keynote Employment land use designation of the Revised General Plan. Staff recommends commitments to retain the existing tree canopy and to provide assurances that it will be maintained.

Julie Pastor, AICP, Director, Planning Department
Cindy Keegan, AICP, Program Manager, Community Planning, Via e-mail

COUNTY OF LOUDOUN
DEPARTMENT OF BUILDING AND DEVELOPMENT
ZONING ADMINISTRATION REFERRAL

DATE: April 16, 2009
TO: Judi Birkitt, Project Manager, Department of Planning
THROUGH: *ms* Marilee L. Seigfried, Deputy Zoning Administrator
FROM: Amy Lohr, Planner, Zoning Administration *AL*



CASE NUMBER AND NAME: ZMAP 2008-0011, AOL Campus,
3rd Referral (Review of draft proffers only)

TAX MAP/PARCEL NUMBER (PIN): /94//28////41/ (044-26-1032)
/94//28//41AA/ (044-37-0163)
/94//28//41AB/ (044-37-2232)
/94//28//41AC/ (044-37-4409)

Staff has reviewed the draft proffers for the referenced **rezoning (ZMAP)** application. The subject properties are currently zoned Planned Development-Industrial Park (PD-IP) under the 1993 Loudoun County Zoning Ordinance. The applicant proposes to rezone the subject properties to Planned Development-Office Park (PD-OP) under the Revised 1993 Loudoun County Zoning Ordinance.

The following comments are provided for the draft proffer statement dated March 20, 2009:

1. In line 1 of paragraph 1, staff suggests the word "corporation" be changed to the phrase "limited liability company," consistent with the certificate of conversion submitted by the applicant. Staff also suggests that the owner information be updated with the Treasurer's Office.
2. In line 1 of paragraph 1, AOL LLC is stated as the only applicant/owner for the application. Therefore, staff suggests all references to "America Online, Inc." be changed to "AOL LLC" on the plan set, which currently contains numerous references to America Online, Inc.
3. In regard to proffer 1, line 3, a period is needed between the words "2009" and "Development."
4. Staff suggests proffer 2 be divided into two paragraphs, with text revisions as follows:

"2. PACIFIC BOULEVARD ENTRANCE AT DRESDEN STREET

Sheet 5 of the CDP shows a potential future access for the Property onto Pacific

Boulevard, across from Dresden Street. The Owner may construct this private entrance onto Pacific Boulevard at its discretion, subject to Virginia Department of Transportation (hereafter "VDOT") approval. In the event the Owner does not construct this private entrance onto Pacific Boulevard prior to the extension of Dresden Street as described in proffer 3, the Owner waives its right to construct said private entrance onto Pacific Boulevard.

3. EXTENSION OF DRESDEN STREET

a. In the event Dresden Street is extended (hereafter "Dresden Street Extended") to the north across from Pacific Boulevard by others in the future, the Owner shall close its private entrance onto Pacific Boulevard across from Dresden Street at no cost to VDOT or the County, provided that two access points will be permitted onto Dresden Street Extended from the Property. Said access points shall intersect with Dresden Street Extended in the vicinity of the existing driveway accessing the garage for Building CC5, as shown on Sheet 5 of the CDP, and in the vicinity of the "East-West Driveway" as shown on Sheet 5 of the CDP.

b. In the event Dresden Street Extended is a public street, the Owner shall dedicate right-of-way necessary for this roadway, at no cost to VDOT or the County.

c. In the event Dresden Street Extended is a public street, the two access points onto Dresden Street Extended provided for in proffer 3.a. shall be subject to VDOT approval."

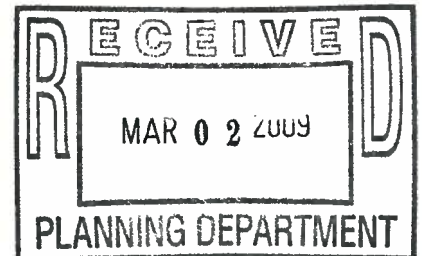
COUNTY OF LOUDOUN
DEPARTMENT OF BUILDING AND DEVELOPMENT
ZONING ADMINISTRATION REFERRAL

DATE: March 2, 2009

TO: Judi Birkitt, Project Manager, Department of Planning

THROUGH: Marilee L. Seigfried, Deputy Zoning Administrator *ms*

FROM: Amy Lohr, Planner, Zoning Administration *AL*



CASE NUMBER AND NAME: ZMAP 2008-0011, AOL Campus, 2nd Referral

TAX MAP/PARCEL NUMBER (PIN): /94//28////41/ (044-26-1032)
/94//28//41AA/ (044-37-0163)
/94//28//41AB/ (044-37-2232)
/94//28//41AC/ (044-37-4409)

Staff has reviewed the second submission of the referenced **rezoning** (ZMAP) application to include the materials identified on the transmittal sheet dated February 2, 2009 (attached). The subject properties are currently zoned Planned Development-Industrial Park (PD-IP) under the 1993 Loudoun County Zoning Ordinance. The applicant proposes to rezone the subject properties to Planned Development-Office Park (PD-OP) under the Revised 1993 Loudoun County Zoning Ordinance.

A. CRITICAL ISSUES

No critical issues were identified during this review.

B. OTHER ISSUES

1. **Section 4-305(B)(3), Yards. Adjacent to Other Nonresidential Districts.** On sheet 2 under the row for Section 4-305(B)(3) as it relates to proposed lots 41A-1B-1C and 41A-1A, revise "+15'" to "N/A." A 15-foot yard is not required where the proposed PD-OP zoning will abut Tax Map 80 Parcel 10C, which is also zoned PD-OP.
2. **Section 4-306(B), Building Height.** On sheet 2, revise the required building heights row for Pacific Boulevard from "110.50'" to "70.5'" for lots 41A-1B-1A, 41A-1B-1B and 41A-1B-1C. [80.5' high office building is 35.5' feet over 45'; 35.5' + 35' = 70.5'] For these three lots, also revise the figure of "45.5'" to "35.5'". [80.5' - 45' = 35.5'] Under lot 41A-1B-1C, revise the building heights for NR Sterling ("50.50'" should be "35.5'" and "18.5'" should be "3.5'"). Lastly, the minimum yards indicated on sheet 4 as a result

of the increased building heights are still not consistent with sheet 2. Revise the "106.00' Required Min. Yard (Building)" to "35.5'" and the "42.00' Required Min. Yard (Garage)" to "3.5'" (Prior comment B.5)

3. On sheet 1 under the sheet index, sheet 2A needs to be listed. Also, rather than numbering it sheet 2A, consecutive numbering (1, 2, 3, 4, and 5) is preferred for plans with proffered sheets.
4. Please clarify note 1 on sheet 1 to state that the property is being rezoned to PD-OP under the Revised 1993 Loudoun County Zoning Ordinance.
5. In note 13 on sheet 1, remove the word "modification" from the note, as the ZMOD request was withdrawn.
6. On sheet 2, please change the "provided" column to "proposed" to make it clear that the square footages and other figures indicated represent the maximum proposed for each lot.
7. On sheet 2, review the narrative under Section 5-1303. The buffer narrative references six new lots instead of four.
8. On sheet 2A, in the last line of the table for building CC3, information is missing. Please ensure that the table is accurate.
9. On sheet 4, please label Dresden Street.

C. **PROFFER REVIEW**

The following comments are provided for the draft proffer statement dated January 23, 2009:

1. In line 1 of paragraph 1, the owner is stated as "AOL LLC." County Records indicate the owner is "America Online Inc" as opposed to an LLC. Also, prior to using the "AOL" acronym, staff suggests the proffer spell out the owner name (America Online). Please ensure that all owner information is accurately stated in the proffer.
2. In line 4 of paragraph 1, insert a space between the word "and" the slash before /94//28//41AC. Also, place a slash at the end of the tax map number (i.e. "/94//28//41AC/").
3. In regard to proffer 1, staff recommends proffering sheets 1, 2 and 4 only, as opposed to 1—4.
4. In regard to proffer 1, staff recommends adding language that specifically states the maximum square footage and/or maximum floor area ratio (FAR) allowed with this rezoning for each proposed lot. It should be clear that, while sheet 2 notes a maximum FAR of 0.6 pursuant to the PD-OP district regulations, that is not what this application seeks.
5. In regard to proffer 2, in lines 7 and 8, clarify which Pacific Boulevard entrance is to be closed.

6. In regard to proffer 2, beginning in line 11, staff is unclear what access point is being described as "the vicinity of the primary east-west driveway through the Property... ." Please clarify the location of this "primary" driveway.
7. In regard to proffer 2, if Dresden Street is extended north into the property, is it the applicant's intent to dedicate the right-of-way for such extension, at no cost to the County or VDOT? Staff suggests this matter be addressed in the proffer.
8. In regard to proffered sheet 4, is it the applicant's intent to proffer to the uses indicated (i.e. office and data center as shown)? Staff suggests this matter be clarified.

COUNTY OF LOUDOUN
DEPARTMENT OF BUILDING AND DEVELOPMENT
ZONING ADMINISTRATION REFERRAL

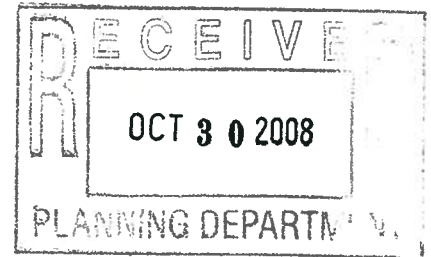
DATE: October 30, 2008

TO: Judi Birkitt, Project Manager, Department of Planning

THROUGH: Marilee L. Seigfried, Deputy Zoning Administrator *ms*

FROM: Amy Lohr, Planner, Zoning Administration *AL*

CASE NUMBER AND NAME: ZMAP 2008-0011, AOL Campus



TAX MAP/PARCEL NUMBER (PIN): /94//28////41/ (044-26-1032)
/94//28//41AA/ (044-37-0163)
/94//28//41AB/ (044-37-2232)
/94//28//41AC/ (044-37-4409)

Staff has reviewed the referenced **rezoning** (ZMAP) application to include the materials identified on the transmittal sheet dated August 22, 2008 (attached). The subject properties are currently zoned Planned Development-Industrial Park (PD-IP) under the 1993 Loudoun County Zoning Ordinance. The applicant proposes to rezone the subject properties to Planned Development-Office Park (PD-OP) under the Revised 1993 Loudoun County Zoning Ordinance.

A. CRITICAL ISSUES

1. **Section 6-1504, Modification.** No modification shall be approved unless such modification will achieve an innovative design, improve upon the existing regulation or otherwise exceed the public purpose. The provided justification should be revised to address how the modification meets at least one of these criteria. The applicant proposes to modify Section 5-1303(A)(1) to allow 6.8% tree canopy on lot 41A-1B-1B and 8.7% on lot 41A-1A, as opposed to the required 10%. Staff does not support this modification as it is generally inconsistent with the purpose of the PD-OP district to provide a park-like atmosphere with extensive landscaping. Proposed lot 41A-1B-1B is to have 49% open space while proposed lot 41A-1A will have 57% open space. Therefore, it is unclear why the minimum tree canopy requirements cannot be met. Given that the lots may be sold individually, no lot should depend on another lot to meet the minimum tree canopy requirement. Finally, please ensure that the tree canopy figures on sheet 2 are based on current site conditions.
2. **Section 6-1508, Contents of an approved Concept Development Plan (CDP).** Much of the information required by Section 6-1508(A), Nonresidential Densities, has been

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indicated on sheet 2 of the plat. Therefore, the applicant will need to proffer substantial conformance to sheet 2, or provide the information required by Section 6-1508 on the CDP (sheet 4). Also, revise sheet 4 to address Section 6-1508(E), Perimeter Treatment, and Section 6-1508(F), Modification.

B. OTHER ISSUES

1. **Sections 1-205(A)/5-900(C), Lot Access Requirements/Access from major roads.** New access points (public or private) to major collector roads are limited to locations at existing median breaks, planned median breaks or other locations approved by Loudoun County or VDOT. The potential future access point shown on the CDP (sheet 4) must be approved by VDOT. Also see comment B.15 below.
2. **Section 4-302, Size and Location.** On sheet 2, the minimum district size is stated as 20 acres. Per Section 4-302, the minimum district size is 5 acres. Revise the minimum district size to 5 acres and add the Z.O. Section reference (i.e. 4-302) to the first row.
3. **Section 4-305(B)(1), Yards. Adjacent to roads.** On sheet 2 under the row for Section 4-305(B)(1), "major arterials" should be changed to "major collectors." Additionally, Section 5-900(A)(10) supersedes Section 4-305(B)(1). Therefore, revise the Z.O. section reference to 5-900(A)(10).
4. **Section 4-305(B)(3), Yards. Adjacent to Other Nonresidential Districts.** On sheet 2 under the row for Section 4-305(B)(1) as it relates to lot 41A-1A, revise "N/A" to "+15'." The proposed lot configuration will result in PD-OP zoning to the east of lot 41A-1A.
5. **Section 4-306(B), Building Height.** On sheet 2 under the row for Section 4-306(B) as it relates to lot 41A-1B-1C, review the stated heights required from "N/F Nattak." These figures appear to assume the former 2:1 increase and a 35-foot yard as opposed to the required 1:1 increase and 15-foot yard. Likewise, revise the minimums shown on the CDP (sheet 4) from the PD-OP zone. For lot 41A-1A, state the height of the cold water storage tank on sheets 2 and 4.
6. **4-307(C), Landscaped Open Space.** The figures for provided open space under the "proposed area comps" on sheet 1 do not correspond to the figures on sheet 2. For example, under lot 41A-1B-1A, sheet 1 indicates 65% whereas sheet 2 indicates .87 (i.e. 87%). The numbers shown on sheet 1 appear to be the correct figures. Please resolve all discrepancies regarding the provided amount of open space.
7. **Section 4-1500, FOD - Floodplain Overlay District.** Show the limits of minor floodplain on the CDP (sheet 4). Parking is located in the minor floodplain. Please address whether such parking meets all the standards set forth in Section 4-1505(B)(6), which lists as a permitted use in the floodplain of streams draining less than 640 acres, "Parking areas less than 5,000 square feet not otherwise permitted. Such parking areas shall not be subject to 100-year flooding greater than one foot in depth, shall be equipped

with best management practices maintained by the property owner, and shall not require major fill.”

8. **Section 5-900, Access and Setbacks From Specific Roads and the W&OD Trail.** Per Section 5-900(A)(10)(b), illustrate and label the 35-foot parking setback from major collector roads on the CDP (sheet 4).
9. **Section 5-1100, Off-Street Parking and Loading Requirements.** Sheet 1 states that Tech Center parking is provided per STPL 1996-0058 with a total of 49 spaces. Staff notes that the CDP (sheet 4) illustrates approximately 97 spaces. SPAM 1999-0014 approved 98 parking spaces for the site and a subsequent application (SPAM 2002-0029) notes 97 spaces. Please confirm the number of parking spaces on lot 41A-1A and revise the stated figure and site plan reference on sheet 1 as needed.
10. **Section 5-1508, Steep Slope Standards.** On sheets 3 and 4, better distinguish between moderately steep slopes and very steep slopes. In the legend, there is little difference between the patterns which depict these areas. In addition, ensure that the steep slopes shown are consistent with County Records as there are some locational discrepancies.
11. Revise general note 3 on sheet 1. The property is currently governed by the 1993 Zoning Ordinance, not the Revised 1993 Zoning Ordinance. Also, add a comma between FOD and AI to separate these acronyms.
12. Revise general note 13 on sheet 1 to also reference the proposed rezoning application.
13. On sheet 2 (row 1), revise the provided district size stated for each proposed lot. It is stated as +/-65 Ac., but the four parcels add up to 43.35 acres.
14. On sheets 3 and 4, the text associated with the cold water storage tank on lot 41A-1A is not legible. Please increase the size of this text.
15. Condition # 6 of SPEX 1998-0012 states that at such time as Dresden Street is extended, the applicant will move its entrance from Pacific Boulevard to an entrance on Dresden Street at no cost to the County or to VDOT. Dresden Street may be public or private. On the proposed CDP (sheet 4), a potential future access point is shown at Dresden Street, without noting the closure of any Pacific Boulevard entrance. If the future removal of an entrance from Pacific Boulevard is still desired, staff recommends this provision be included in the proffer statement.
16. The proposed rezoning does not allow for any future development of the site. Staff notes that any additional square footage would not be permitted without the approval of a zoning concept plan amendment (ZCPA).


C. PRIOR APPROVALS

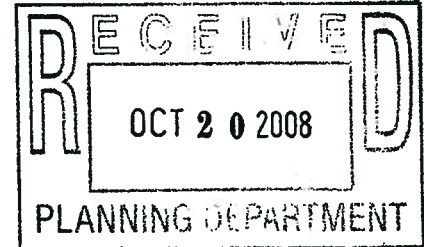
1. With this rezoning to PD-OP, the special exception conditions approved with SPEX 1991-0008 and SPEX 1998-0012 will no longer apply to this site.
2. With this rezoning to PD-OP, the modification of PD-IP zoning ordinance sections with ZMOD 2002-0002 would no longer apply to this site.

County of Loudoun

Office of Transportation Services

MEMORANDUM

DATE: October 17, 2008
TO: Judi Birkitt, Project Manager
FROM: Art Smith, Senior Coordinator 
SUBJECT: ZMAP 2008-0011 AOL Campus
First and Final Referral



BACKGROUND

This ZMAP application proposes to convert approximately 43.35 acres of land in the America Online Campus from PD-IP governed by the 1993 Zoning Ordinance to PD-OP governed by the Revised 1993 Zoning Ordinance. This property is developed and contains three office buildings, one data/technology center, two parking garages and several parking lots.

The site is located on the east side of Pacific Boulevard in the vicinity of Prentice Drive. The segment of Pacific Boulevard bordering the site is currently a four-lane median divided road, which is its ultimate section in the Countywide Transportation Plan (CTP). Levels of Service on roads proximate to the site are adequate, except for the intersection of Pacific Boulevard and Waxpool Road. Additional traffic information for the site is contained in Attachment A which is a letter of June 2, 2008 from Christine E. Gleckner to George Phillips of the OTS staff.

ISSUES

The purpose of this rezoning is for the applicant to be able to have greater than a 0.4 FAR on individual parcels within the subject property. No additional square footage is being proposed with this rezoning.

Please note that should the applicant request additional square footage on the site in the future, a traffic study would be required.

CONCLUSION

OTS has no objection to the approval of this application.



WALSH COLUCCI
LUBELEY EMRICH
& WALSH PC

Christine Gleckner, AICP
Land Use Planner
(571) 209-5776
cgleckner@ldn.thelandlawyers.com

June 2, 2008

Via Electronic Delivery

Mr. George R. Phillips, Senior Transportation Planner
Loudoun County Office of Transportation Services
One Harrison Street, S.E., 3rd Floor
Leesburg, VA 20177

Re: Traffic Information for the AOL Campus: MCPI #044-26-1032, MCPI #044-37-0163, MCPI #044-37-2232, and MCPI #044-37-4409

Dear George:

I am providing this traffic information pursuant to the traffic study requirement contained in the minimum submission requirements checklist for a zoning map amendment application for a rezoning of a portion of the already-built AOL campus from the PD-IP to the PD-OP zoning district. The proposed rezoning will result in no additional square footage, and therefore no additional vehicle trips, described as follows.

AOL LLC (AOL) is the owner of the above-referenced parcels, which comprise a total of approximately 43.35 acres located in the Route 28 Tax District on the east side of Pacific Boulevard, the south side of Waxpool Road (Route 625), and west of Route 28 in the Broad Run Business Center in the Sterling area of the Dulles Election District of Loudoun County. The parcels to be rezoned are part of the larger existing America Online office campus. The parcels to be rezoned contain three office buildings, one data/technology center, three parking garage structures and several surface parking lots. The overall AOL campus is integrated with these parcels by pedestrian access between buildings and two pedestrian bridges that cross Pacific Boulevard linking three separate office landbays.

The lot lines of the four existing parcels are oddly configured and were engineered to accommodate the Planned Development-Industrial Park (PD-IP) zoning district dimensional and FAR requirements at the time of subdivision in 2002. As a result, these parcels possess cross-access easements as well as various encroachments of appurtenances, which have created the

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ATTORNEYS AT LAW

potential to unnecessarily encumber the lots in a way that decreases AOL's position to respond to future financing and business opportunities.

Accordingly, AOL wishes to adjust the existing lot lines, and as such, is requesting a Zoning Map Amendment (ZMAP) application to rezone these parcels to the Planned Development-Office Park (PD-OP) zoning district under the Revised 1993 Zoning Ordinance. The PD-OP district in the Revised Zoning Ordinance permits a maximum FAR of .6. Rezoning to this district will permit AOL to exceed the .4 FAR maximum required in the PD-IP district on individual lots thereby permitting AOL to redraw the existing lot lines that will enable the lots to be configured in a way that makes more sense for each building and its appurtenant uses. Since no additional square footage is being proposed with this application, an overall (all four parcels combined) maximum FAR of .4 will be maintained.

Since AOL is requesting a waiver of the traffic study requirements for this application, the following traffic information is provided pursuant to the traffic study requirement contained in the minimum submission requirements checklist for a ZMAP application. The property fronts on Waxpool Road and Pacific Boulevard, as previously described. There are three entrances to these parcels located along Pacific Boulevard and no entrances on Waxpool Road. The applicant is not proposing any changes to the existing entrance locations for the property on Pacific Boulevard. Pacific Boulevard is classified as a major collector roadway and is constructed as a four-lane median-divided roadway built to its ultimate design as called for in the Countywide Transportation Plan (CTP). Waxpool Road is classified as a major collector roadway and is constructed as a four-lane median divided roadway between Route 28 and Pacific Boulevard. Waxpool Road also is constructed to its ultimate design as called for in the CTP. A signal exists at the intersection of Pacific Boulevard and Waxpool Road. The grade-separated interchange for Route 28 and Waxpool Road has been constructed.

The existing AOL campus is currently constructed, and although the applicant is proposing to rezone the property to a district that permits a higher maximum FAR, no additional square footage is proposed than currently exists on the property. By virtue of the nature of the application, therefore, AOL is unaware of any adverse traffic impacts or additional vehicle trips that will be generated as a result of this application.

For your review, I have included with this letter a graphic showing the Subject Properties. If you have any questions, please do not hesitate to contact me. Thank you for your time and assistance.

Sincerely,

WALSH, COLUCCI, LUBELEY, EMRICH & WALSH, P.C.

Christine E. Gleckner, AICP
Land Use Planner

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Enclosure, as stated

cc: Ms. Rachel Richardson, AOL LLC
Ms. Karen Diener, AOL LLC
Mr. Daniel Harris, AOL LLC
Mr. Peter J. Vanderloo, AOL LLC
Andrew Painter, Walsh, Colucci, Lubeley, Emrich & Walsh, P.C.
J. Randall Minchew, Walsh, Colucci, Lubeley, Emrich & Walsh, P.C.

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A-17



DEPARTMENT OF BUILDING AND DEVELOPMENT

COUNTY OF LOUDOUN

MEMORANDUM

DATE: November 13, 2008

TO: Judi Birkitt, Land Use Planner

FROM: William Marsh, Environmental Review Team Leader  

CC: Dana Malone, County Urban Forester
Amy Lohr, Zoning Administrationr

SUBJECT: ZMAP-2008-0011 AOL Campus

The Environmental Review Team (ERT) reviewed the subject application and provides the following comments:

Regarding stream buffer enhancement

1. Staff supports enhancing tree cover within the River and Stream Corridor buffer area located upstream of the existing wet pond. This area includes significant areas of brush and invasive species and is generally located uphill of the sanitary sewer easement. This recommendation is consistent with Forest, Trees and Vegetation Policy 1 that encourages "management of forest resources for their economic and environmental benefits." (p.5-32 of the Revised General Plan) Staff recommends supplemental planting in sparse areas on an approximate 11' x 11' spacing using 3-gallon containerized native deciduous plant material. This approach would provide for a healthier tree stand with better riparian function and enhanced aesthetic appeal.

Regarding steep slopes

2. ERT concurs with Zoning Administration comments and requests a verification of proper steep slope alignment on site. Please also distinguish between man-made and natural steep slopes.

Due to the scope of the comments provided, staff requests an opportunity to review the subsequent submission of this application. Please contact me if you need any additional information.

Important! The adopted Affidavit and Reaffirmation of Affidavit forms shall not be altered or modified in any way. Any form that is altered or modified in any way will not be accepted.

REAFFIRMATION OF AFFIDAVIT

In reference to the Affidavit dated January 26, 2009 for the Application of
(enter date of affidavit)

AOL LLC

(enter name(s) of applicant(s))

in Application Number(s): ZMAP 2008-0011

(enter application number(s))

I, J. Randall Minchew, Agent, do hereby state that I am an

(check one) ☐ applicant (must be listed in Paragraph C of the above-described affidavit)

☒ applicant's authorized agent (must be listed in Paragraph C of the above-described affidavit)

and that to the best of my knowledge and belief, the following information is true:

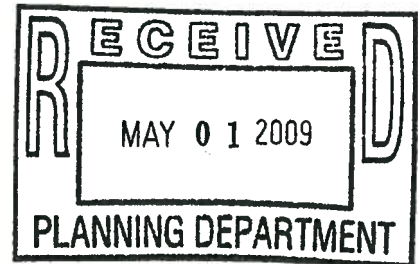
(check one)

☐ I have reviewed the above-described affidavit, and the information contained therein is true and complete as of _____ (today's date); or

☒ I have reviewed the above-described affidavit, and I am submitting a new affidavit which includes changes, deletions or supplemental information to those paragraphs of the above-described affidavit indicated below:

(Check if applicable)

- ☐ Paragraph C-1
- ☒ Paragraph C-2
- ☐ Paragraph C-3
- ☐ Paragraph C-4(a)
- ☐ Paragraph C-4(b)
- ☐ Paragraph C-4(c)



WITNESS the following signature: J. Randall Minchew

(check one)

☐ Applicant

☒ Applicant's Authorized Agent

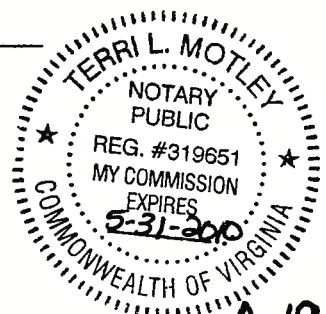
J. Randall Minchew, Agent

(Type or print first name, middle initial, last name and title of signee)

Subscribed and sworn to before me this 30th day of April, 2009,
in the State/Commonwealth of Virginia, County/City of Loudoun

Terri L. Motley
Notary Public

My Commission expires: May 31, 2010



ATTACHMENT 2

I, J. Randall Minchew, Agent do hereby state that I am an

 Applicant

☒ Applicant's Authorized Agent listed in Section C.1. below

in Application Number(s): ZMAP 2008-0011

and that to the best of my knowledge and belief, the following information is true:

C. DISCLOSURES: REAL PARTIES IN INTEREST AND LAND USE PROCEEDINGS

1. REAL PARTIES IN INTEREST

The following constitutes a listing of the names and addresses of all **APPLICANTS, TITLE OWNERS, CONTRACT PURCHASERS** and **LESSEES** of the land described in the application* and if any of the forgoing is a **TRUSTEE**** each **BENEFICIARY** of such trust, and all **ATTORNEYS**, and **REAL ESTATE BROKERS**, and all AGENTS of any of the foregoing.

All relationships to the persons or entities listed above in **BOLD** print must be disclosed. Multiple relationships may be listed together (ex. Attorney/Agent, Contract Purchaser/Lessee, Applicant/Title Owner, etc.) For a multiple parcel application, list the Parcel Identification Number (PIN) of the parcel(s) for each owner(s).

<i>PIN</i>	<i>NAME</i> <i>(First, M.I., Last)</i>	<i>ADDRESS</i> <i>(Street, City, State, Zip Code)</i>	<i>RELATIONSHIP</i> <i>(Listed in bold above)</i>
044-26-1032 044-37-0163 044-37-2232 044-37-4409	AOL LLC, successor-in-interest to America Online Inc.	22000 AOL Way Dulles, VA 20166-9302	Applicant/Title Owner
	Walsh, Colucci, Lubeley, Emrich & Walsh, P.C.	1 E. Market Street, 3 rd Floor Leesburg, VA 22042	Attorneys/Planners/ Agent
	Urban Engineering & Associates, Inc. t/a Urban Ltd.	7712 Little River Turnpike Annandale, Virginia 22003	Engineers/Agent

* In the case of a condominium, the title owner, contract purchaser, or lessee of 10% or more of the units in the condominium.

** In the case of a TRUSTEE, list Name of Trustee, name of Trust, if applicable, and name of each beneficiary.

Check if applicable:

 There are additional Real Parties in Interest. See Attachment to Paragraph C-1.

LISTING OF INDIVIDUAL AGENTS

1. **AOL LLC, successor-in-interest to America Online Inc.**
Alan H. Nielsen
Daniel Harris
Peter Vanderloo
2. **Walsh, Colucci, Lubeley, Emrich & Walsh, PC**
J. Randall Minchew, Esq.
William J. Keefe
Michael G. Romeo
Christine E. Gleckner
Andrew A. Painter
Kimberlee Welsh Cummings
3. **Urban Engineering & Associates, Inc. t/a Urban Ltd.**
Michael B. Keith
Daniel J. Shea

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

AOL LLC, successor-in-interest to America Online Inc., 22000 AOL Way, Dulles, VA 20166-9302

Description of Corporation:

☒ *There are 100 or fewer shareholders and all shareholders are listed below.*

☐ *There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.*

☐ *There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

☐ *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
AOL Holdings LLC	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
Directors: Timothy M. Armstrong, Jeffrey L. Bewkes, John K. Martin, Jr.	
Timothy M. Armstrong, Chairman & CEO; Nisha Kumar, CFO & Treasurer; Alan Axelrod, VP; Paul T. Cappuccio, VP; Annaliese S. Kambour, VP & Asst Treasurer; Brenda C. Karickhoff, VP & Asst Secretary; John E. Kinney, VP; Douglas S. Phillips, VP; Edward B. Ruggiero, VP & Asst Treasurer; Mark A. Wainger, VP; Janice Cannon, Asst Secretary; Julie Jacobs, Asst Secretary; Erin Tulk, Asst Secretary; Eric Schott, Asst Treasurer; Damien Atkins, Asst Secretary; Theodore R. Cahall, EVP; Ervin Scott Cockrell, Asst Treasurer; Gregory G. Coleman, VP; Maneesh Dhir, VP; David Harmon, EVP;	Douglas E. Horne, Deputy Controller, Chief Accounting Officer & Asst Treasurer; Ira H. Parker, EVP, General Counsel & Secretary; Kimberley A. Partoll, EVP; Thomas Pierno, Controller; Tricia Primrose-Wallace, EVP; Joanna Shields, EVP; Kimberly Strong, Chief Compliance Officer; Jonathan Werther, EVP; William D. Wilson, EVP

Check if applicable:

☒ *There is additional Corporation Information. See Attachment to Paragraph C-2.*

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

AOL Holdings LLC, 22000 AOL Way, Dulles, VA 20166-9302

Description of Corporation:

☒ There are 100 or fewer shareholders and all shareholders are listed below.

☐ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

☐ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

☐ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
TW AOL Holdings Inc.	Google Inc.
Time Warner Inc.	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
Directors: Timothy M. Armstrong, Jeffrey L. Bewkes, John K. Martin, Jr.	
Timothy M. Armstrong, Chairman & CEO; Nisha Kumar, EVP & CFO; Ira H. Parker, EVP & Secretary; Olaf Olafsson, SVP; Alan Axelrod, VP; Paul T. Cappuccio, VP; Annaliese S. Kambour, VP & Asst Treasurer; Brenda C. Karickhoff, VP & Asst Secretary; John E. Kinney, VP; Edward B. Ruggiero, VP & Asst Treasurer;	Janice Cannon, Asst Secretary; Julie Jacobs, Asst Secretary; Erin Tulk, Asst Secretary; Eric Schott, Asst Treasurer; James Burtson, VP; Ervin Scott Cockrell, Asst Treasurer; Douglas E. Horne, Deputy Controller & Chief Accounting Officer; Thomas Pierno, Controller

Check if applicable:

☒ There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

TW AOL Holdings Inc., 22000 AOL Way, Dulles, VA 20166-9302

Description of Corporation:

☒ *There are 100 or fewer shareholders and all shareholders are listed below.*

☐ *There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.*

☐ *There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

☐ *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Time Warner Inc.	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
Directors: Pascal Desroches, Edward B. Ruggiero	
Jeffrey L. Bewkes, President; Annaliese S. Kambour, SVP-Taxes; Brenda D. Karickhoff, SVP & Secretary; Rachel Lam, SVP; Michael Del Nin, SVP; Olaf Olafsson, SVP; Edward B. Ruggiero, SVP & Treasurer; Alan Axelrod, VP; John E. Kinney, VP; Douglas S. Phillips, VP; Janice Cannon, Asst Secretary; Eric Schott, Asst Treasurer	

Check if applicable:

☒ *There is additional Corporation Information. See Attachment to Paragraph C-2.*

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Google Inc., 1600 Amphitheatre Parkway, Mountain View, CA 94043

Description of Corporation:

☐ *There are 100 or fewer shareholders and all shareholders are listed below.*

☐ *There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.*

☐ *There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

☒ *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☒ There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Time Warner Inc., 1 Time Warner Center, New York, NY 10019-8016

Description of Corporation:

☐ *There are 100 or fewer shareholders and all shareholders are listed below.*

☐ *There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.*

☐ *There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

☒ *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of Shareholders:

<i>SHAREHOLDER NAME</i> <i>(First, M.I., Last)</i>	<i>SHAREHOLDER NAME</i> <i>(First, M.I., Last)</i>

Names of Officers and Directors:

<i>NAME</i> <i>(First, M.I., Last)</i>	<i>Title</i> <i>(e.g. President, Treasurer)</i>

Check if applicable:

☒ There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

**Urban Engineering & Associates, Inc. t/a Urban Ltd, 7712 Little River Turnpike,
Annandale, Virginia 22003**

Description of Corporation:

☒ *There are 100 or fewer shareholders and all shareholders are listed below.*

☐ *There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.*

☐ *There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

☐ *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Barry B. Smith	
J. Edgar Sears, Jr.	
Brian A. Sears	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☒ *There is additional Corporation Information. See Attachment to Paragraph C-2.*

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Walsh, Colucci, Lubeley, Emrich & Walsh, P.C., 1 E. Market Street, 3rd Floor, Leesburg, Virginia 20176

Description of Corporation:

☒ *There are 100 or fewer shareholders and all shareholders are listed below.*

☐ *There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.*

☐ *There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

☐ *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
David J. Bomgardner	E. Andrew Burcher
Thomas J. Colucci	Peter M. Dolan, Jr.
Jay du Von	Jerry K. Emrich
William A. Fogarty	John H. Foote
H. Mark Goetzman	Bryan H. Guidash
Michael D. Lubeley	J. Randall Minchew
M. Catharine Puskar	John E. Rinaldi
Lynne J. Strobel	Garth M. Wainman
Nan E. Walsh	Martin D. Walsh

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☐ There is additional Corporation Information. See Attachment to Paragraph C-2.

3. **PARTNERSHIP INFORMATION**

The following constitutes a listing of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in the affidavit.

Partnership name and address: (complete name, street address, city, state, zip)

None

☒ (check if applicable) The above-listed partnership has no limited partners.

Names and titles of the Partners:

<i>NAME</i> (First, M.I., Last)	<i>Title</i> (e.g. General Partner, Limited Partner, etc)

Check if applicable:

☐ Additional Partnership information attached. See Attachment to Paragraph C-3.

4. ADDITIONAL INFORMATION

- a. One of the following options **must** be checked:

☐ In addition to the names listed in paragraphs C. 1, 2, and 3 above, the following is a listing of any and all other individuals who own in the aggregate (directly as a shareholder, partner, or beneficiary of a trust) 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:

☒ Other than the names listed in C. 1, 2 and 3 above, no individual owns in the aggregate (directly as a shareholder, partner, or beneficiary of a trust) 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:

Check if applicable:

☐ Additional information attached. *See Attachment to Paragraph C-4(a).*

- b. That no member of the Loudoun County Board of Supervisors, Planning Commission, Board of Zoning Appeals or any member of his or her immediate household owns or has any financial interest in the subject land either individually, by ownership of stock in a corporation owning such land, or though an interest in a partnership owning such land, or as beneficiary of a trust owning such land.

EXCEPT AS FOLLOWS: (If none, so state).

None

Check if applicable:

☐ Additional information attached. *See Attachment to Paragraph C-4(b).*

- c. That within the twelve-month period prior to the public hearing for this application, no member of the Loudoun County Board of Supervisors, Board of Zoning Appeals, or Planning Commission or any member of his immediate household, either individually, or by way of partnership in which any of them is a partner, employee, agent or attorney, or through a partner of any of them, or through a corporation (as defined in the Instructions at Paragraph B.3) in which any of them is an officer, director, employee, agent or attorney or holds 10% or more of the outstanding bonds or shares of stock of a particular class, has or has had any business or financial relationship (other than any ordinary customer or depositor relationship with a retail establishment, public utility, or bank), including receipt of any gift or donation having a value of \$100 or more, singularly or in the aggregate, with or from any of those persons or entities listed above.

EXCEPT AS FOLLOWS: (If none, so state).

None


Check if applicable:

☐ Additional information attached. *See Attachment to Paragraph C-4(c).*

D. COMPLETENESS

That the information contained in this affidavit is complete, that all partnerships, corporations (as defined in Instructions, Paragraph B.3), and trusts owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, OR LESSEE of the land have been listed and broken down, and that prior to each hearing on this matter, I will reexamine this affidavit and provide any changed or supplemental information, including any gifts or business or financial relationships of the type described in Section C above, that arise or occur on or after the date of this Application.

WITNESS the following signature:

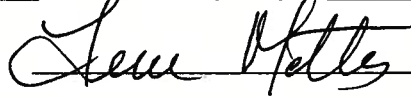


check one: [] Applicant or [✓] Applicant's Authorized Agent

J. Randall Minchew, Agent

(Type or print first name, middle initial and last name and title of signee)

Subscribed and sworn before me this 30th day of April 2009, in
the State/Commonwealth of Virginia, in the County/City of London



Notary Public

My Commission Expires: May 31, 2010

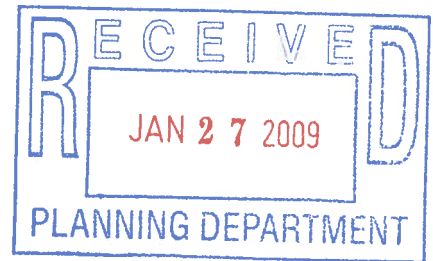


STATEMENT OF JUSTIFICATION

AOL LLC
ZMAP 2008-0011

**Zoning Map Amendment Petition
Request to Rezone from PD-IP to PD-OP**

July 14, 2008
Revised January 23, 2009



I. Introduction

AOL LLC, a Delaware limited liability company, successor by conversion to America Online, Inc., of Dulles, Virginia (hereinafter, "AOL"), is the owner of the four above-referenced parcels comprising approximately 43.35 acres (hereinafter, "Subject Properties") located on the east side of Pacific Boulevard, south of Waxpool Road (Route 625), and west of Route 28 in the Broad Run Business Center in the Sterling area of the Dulles Election District of Loudoun County.

AOL is requesting a Zoning Map Amendment (hereinafter, "ZMAP") to rezone the Subject Properties from the Planned Development-Industrial Park (hereinafter, "PD-IP") zoning district under the 1993 Loudoun County Zoning Ordinance (hereinafter, "1993 Zoning Ordinance") to the Planned Development-Office Park (hereinafter, "PD-OP") zoning district under the Revised 1993 Loudoun County Zoning Ordinance (hereinafter, "Revised Zoning Ordinance").

The Subject Properties presently contain three office buildings, one data/technology center, two parking garage structures, and several surface parking lots, all of which form a portion of the larger AOL campus. As stated below in Section IV, no new construction or additional square footage is being proposed with this application, and the overall (all four parcels combined) maximum permitted floor-area ratio (hereinafter, "FAR") of 0.4 will be maintained.

The Subject Properties are bordered on the north by Waxpool Road and the Dulles 28 Centre zoned Planned Development-Commercial Highway (hereinafter, "PD-CH"), on the south and west by Pacific Boulevard and various vacant parcels owned by AOL and the AOL office campus (both zoned PD-IP), and on the east by vacant parcel owned by AOL (zoned PD-OP). While the Subject Properties have no major environmental or archeological features, a portion of a stream valley and minor floodplain that ultimately drains into the Broad Run traverses the Subject Properties, and is protected by an existing floodplain easement.

II. Existing Zoning and Legislative Approval History

The Subject Properties are presently zoned PD-IP, and are administered under the 1993 Zoning Ordinance. The Subject Properties are also situate within the Route 28 Tax District, and

were converted from the 1972 Loudoun County Zoning Ordinance to the 1993 Zoning Ordinance in 1994 by virtue of the opt-in procedure pursuant to Section 1-103 (N) (2) of the 1993 Zoning Ordinance. The Subject Properties are also governed by the conditions of approval for SPEX 1991-0008 (Broad Run Business Center Special Exception) and the associated "Declaration of Protective Covenants for Broad Run Business Center," SPEX 1998-0012 (America Online Dulles II North Special Exception), and ZMOD 2002-0002 (America Online Dulles II North Zoning Modifications). ZMOD 2002-0002 modified portions of Section 4-500 of the 1993 Zoning Ordinance in order to permit yard and building height modifications allowing the subdivision of the parent parcel of the Subject Properties (exclusive of the MCPI #044-26-1032, which houses the technology center, and was not part of that application). If the proposed rezoning is approved, the current special exception and zoning modification approvals no longer will apply to the property.

III. Proposal & Project Justification

At present, the lot lines of the four Subject Properties are oddly configured and were laid out to accommodate the PD-IP zoning district FAR requirements at the time of subdivision in 2002 and in accordance with ZMOD 2002-0002. As a result, these parcels possess cross-access easements as well as various encroachments of appurtenances, which have created the potential to unnecessarily encumber the lots in a way that decreases AOL's position to respond to future financing and business opportunities.

Accordingly, AOL has recently explored ways to rectify/redraw the existing lot lines without incorporating additional acreage from external adjacent parcels, and, as such, is proposing to rezone the Subject Properties to the PD-OP zoning district under the Revised Zoning Ordinance. The PD-OP district under the Revised Zoning Ordinance permits a maximum FAR of 0.6, and rezoning to this district will permit AOL to exceed the 0.4 FAR maximum required in the PD-IP district on individual lots, thereby permitting AOL to redraw the existing lot lines that will enable the lots to be configured in a way that makes more sense for each building and its appurtenant uses.

Because the Subject Properties already contain buildings and related structures, AOL is not presently seeking any additional square footage over what has previously been approved/constructed on the Subject Properties, and AOL's proposal to rezone the Subject Properties will not alter the existing design of the project or any portion of the existing AOL campus which has been built. Any ability to redraw the parcel lines will not change the appearance of the office campus, and accordingly, an overall maximum FAR of 0.4 will be maintained across the Subject Properties.

IV. Comprehensive Plan

The Subject Properties are governed by the policies of the Revised General Plan, which designate this area for "Keynote Employment" uses within the Suburban Policy Area. Keynote Employment land uses are intended to develop primarily as office, research and development parks, and similar large scale office uses of high visual quality. Physical design guidelines specify that Keynote Employment uses should exhibit the highest quality in building design, site arrangement, function, and streetscape, thereby resulting in an overall unified design theme. These should include prominent buildings with extensive landscaping and architectural cohesiveness, while pedestrian access to public/civic and open space areas should be included to promote a campus atmosphere.

The AOL campus, as constructed to date, is a good example of the Keynote Employment policies, as it exhibits an overall unified design theme promoting pedestrian access between buildings by the close placement of structures.

V. Transportation

The Subject Properties front on Pacific Boulevard and Waxpool Road, with three entrances to the Subject Properties located along Pacific Boulevard and no entrances on Waxpool Road. Pacific Boulevard is classified as a major collector roadway and is presently constructed as a four-lane median-divided roadway that is built to its ultimate design as called for in the Countywide Transportation Plan (hereinafter, "CTP"). Waxpool Road is similarly classified as a major collector roadway and is constructed as an eight-lane median divided roadway between Route 28 and Pacific Boulevard, which is its ultimate design as called for in the CTP. A signal exists at the intersection of Pacific Boulevard and Waxpool Road. The grade-separated interchange for Route 28 and Waxpool Road also exists.

AOL is not proposing any changes to the existing entrance locations for the Subject Properties on Pacific Boulevard. As noted, the existing AOL campus is currently constructed, and although AOL is proposing to rezone the Subject Properties to a district that permits a higher maximum FAR, no additional square footage is proposed than that which currently exists on the Subject Properties. By virtue of the nature of the application, therefore, there will be no adverse traffic impacts or additional vehicle trips that will be generated as a result of this application.

VI. Zoning

The site and its uses already have been developed in accordance with Zoning Ordinance requirements, and no new development is proposed. As stated previously, the rezoning is motivated by the desire to have a higher FAR to redraw the existing lot lines in a manner which

makes more sense for AOL, rather than drawing the lot lines to meet the .4 FAR ratio of the PD-IP zoning district. Each lot will meet the requirements of the PD-OP zoning district.

Parking for all four proposed parcels will be provided in accordance with Section 5-1103 of the Revised Zoning Ordinance, and with the exception of parcel 94-28-41AA (MCPI #044370163), which houses Creative Center 3 (CC3), sufficient parking facilities will be provided on the same parcel of land as the principal building being served. To meet the parking requirements for parcel 94-28-41AA, sufficient parking will be provided within 500 feet of the principal building entrance for CC3, on an adjacent lot 94-28-41AB (MCPI #044372232), also known as Creative Center 4 (CC4). Reciprocal easements for vehicular and pedestrian access and for the parking over all driveways, sidewalks, and parking areas of the property for parcels 94-28-41AA (MCPI #044370163), 94-28-41AB (MCPI #044372232), and 94-28-41AC (MCPI #044374409) are provided in the deed of subdivision accompanying the plat associated with SBPR 2003-0019, as required by Condition #3 of ZMOD 2002-0002, and recorded at Instrument # 20040401-0029703.

VII. Zoning Map Amendment Review Criteria

Section 6-1211(E) of the Revised 1993 Zoning Ordinance contains application evaluation criteria for approval of ZMAP applications, and, in considering a ZMAP application, the following enumerated factors shall be given reasonable consideration. The Revised Zoning Ordinance specifies that an applicant is to address each factor in its statement of justification (unless any such criteria are deemed inapplicable to the application). The following represents the AOL's response to each factor:

(1) Whether the proposed zoning district classification is consistent with the Comprehensive Plan:

The Subject Properties are planned for Keynote Employment uses, and the proposed rezoning complies with the policies set forth in the Revised General Plan, which identifies the need for high quality office uses and harmonious zoning that complement the office and retail developments of the Keynote Employment areas. The proposed rezoning to the PD-OP zoning district better implements the Keynote Employment policies than the current PD-IP district.

(2) Whether there are any changed or changing conditions in the area affected that make the proposed rezoning appropriate:

Significant commercial development has occurred, and is occurring, near the Subject Properties, including Dulles 28 Centre and the continued construction in the Broad Run Business Center. Furthermore, the future Dulles Metrorail Extension project (which is scheduled to be opened in 2015) along the Dulles Greenway will provide a dynamic transportation center in the coming years that will create a powerful economic engine for

Loudoun County. AOL seeks to best position itself to flexibly respond to future market demands and accommodate future financing and business opportunities as a result of these changing conditions.

(3) Whether the range of uses in the proposed zoning district classification are compatible with the uses permitted on other property in the immediate vicinity:

Though the uses permitted in the proposed PD-OP zoning district are different than those permitted in the PD-IP zoning district, they are nevertheless compatible with the Revised General Plan policies that govern this area, as well as the existing and planned land uses within the vicinity of the Subject Properties. The Subject Properties are bordered on three sides by commercial and industrial properties, which include a shopping center, office buildings, and vacant land planned for similar uses. The proposed PD-OP zoning conforms to the surrounding land uses and is not located adjacent to a residential neighborhood. The proposal is not changing the office use of the present AOL campus, and the area surrounding the Subject Properties is approved and planned for commercial and industrial uses.

(4) Whether adequate utility, sewer and water, transportation, school and other facilities exist or can be provided to serve the uses that would be permitted on the property if it were rezoned:

The Subject Properties contain sufficient infrastructure to accommodate future development, though none is proposed with this application. Pacific Boulevard and Waxpool Road are currently built to their ultimate design as called for in the Countywide Transportation Plan. The Subject Properties currently are served by utilities and public water and sewer sufficient for their needs. With no residential proposed, there will be no effect on the school system.

(5) The effect of the proposed rezoning on the County's ground water supply:

The proposed rezoning will not have an effect on the ground water supply, since no new additional construction is proposed, and the Subject Properties are already served by public sewer and water. All necessary extensions of existing utility lines have been provided to the Subject Properties, and all extensions and connections have been provided in accordance with Loudoun Water standards and requirements. Moreover, while the Subject Properties have no major environmental or archeological features, a portion of a stream valley and minor floodplain that ultimately drains into the Broad Run traverses the land bay north and east of Pacific Boulevard, and is protected by an existing floodplain easement.

(6) The effect of uses allowed by the proposed rezoning on the structural capacity of the soils:

By virtue of the nature of the application, there will be no negative impacts on the structural capacity of the soils since no new construction is proposed with this application. Soil characteristics of the Subject Properties are shown on the Existing Conditions Plat.

- (7) The impact that the uses that would be permitted if the property were rezoned will have upon the volume of vehicular and pedestrian traffic and traffic safety in the vicinity and whether the proposed rezoning uses sufficient measures to mitigate the impact of through construction traffic on existing neighborhoods and school areas:**

Since no additional construction is proposed, and by virtue of the nature of the application, there will be no negative impacts on the volume of vehicular and pedestrian traffic safety if the Subject Properties are rezoned to the PD-OP zoning district. There are no existing neighborhoods or school areas within the vicinity of the Subject Properties.

- (8) Whether reasonably viable economic use of the subject property exists under the current zoning:**

While the existing PD-IP zoning presently allows reasonable use of the Subject Properties, it is not the best use by which to implement the Comprehensive Plan designation for Keynote Employment uses, nor will it best position the Subject Properties to respond flexibly to future market demands as well as future financing and business opportunities.

- (9) The effect of the proposed rezoning on environmentally sensitive land or natural features, wildlife habitat, vegetation, water quality and air quality:**

The Subject Properties already have been developed with extensive landscape plans and do not include any existing steep slopes or naturally occurring tree cover. The proposed PD-OP rezoning will not result in the loss of natural features, wildlife habitat, or vegetation, nor will it adversely affect water or air quality. The minor flood plain and associated stream channel are protected through an existing flood plain easement, recorded at Instrument #200404010029703.

- (10) Whether the proposed rezoning encourages economic development activities in areas designated by the Comprehensive Plan and provides desirable employment and enlarges the tax base:**

This application proposes office uses and zoning in an area planned for Keynote Employment uses and will enable AOL to best position the Subject Properties in a way that will better provide desirable employment and maintain the commercial tax base.

- (11) Whether the proposed rezoning considers the needs of agriculture, industry, and businesses in future growth:**

The proposed rezoning considers the needs of industrial and commercial businesses, and is in conformance with the land use and density policies of the Revised General Plan, which call for office development at this location. Agricultural uses are not desired in this location.

- (12) Whether the proposed rezoning considers the current and future requirements of the community as to land for various purposes as determined by population and economic studies:**

The proposed rezoning considers Loudoun County's current and future requirements as to land for various purposes as well as the fluidity of the commercial and office market, and seeks to best position the Subject Properties by securing the long-term marketability and suitability of the Subject Properties for commercial and employment purposes.

- (13) Whether the proposed rezoning encourages the conservation of properties and their values and the encouragement of the most appropriate use of land throughout the County:**

The proposed rezoning implements the Keynote Employment policies, which the County has determined in the Comprehensive Plan to be the most appropriate use of the land. The proposed rezoning complements the surrounding uses while not overburdening existing neighborhoods. Commercial and industrial developments in close proximity to the Subject Properties promote an increased demand for similar development in the area, and the proposed PD-OP zoning will assist Loudoun County in meeting the existing demand for commercial/industrial property. This proposed rezoning will not adversely affect property values and could increase adjacent property values.

- (14) Whether the proposed rezoning considers trends of growth or changes, employment, and economic factors, the need for housing, probable future economic and population growth of the County:**

The Comprehensive Plan takes these factors into account, and it calls for Keynote Employment at this location. Future economic growth in Loudoun County depends on increasing the availability of suitable commercial/office space in which companies locate and, in turn, contribute to Loudoun County's tax base. According to U.S. Census Bureau estimates, the population in Loudoun County is expected to increase from 211,146 in 2003 to 311,785 in 2010. This 100,639-person increase in population and associated business will strain the existing commercial/industrial space unless

additional space is constructed. The proposed rezoning will permit AOL to respond to changing market conditions and best position the Subject Properties to flexibly respond to future market demands as well as future financing and business opportunities.

- (15) The effect of the proposed rezoning to provide moderate housing by enhancing opportunities for all qualified residents of Loudoun County:**

There is no housing proposed for this project, therefore this factor is immaterial.

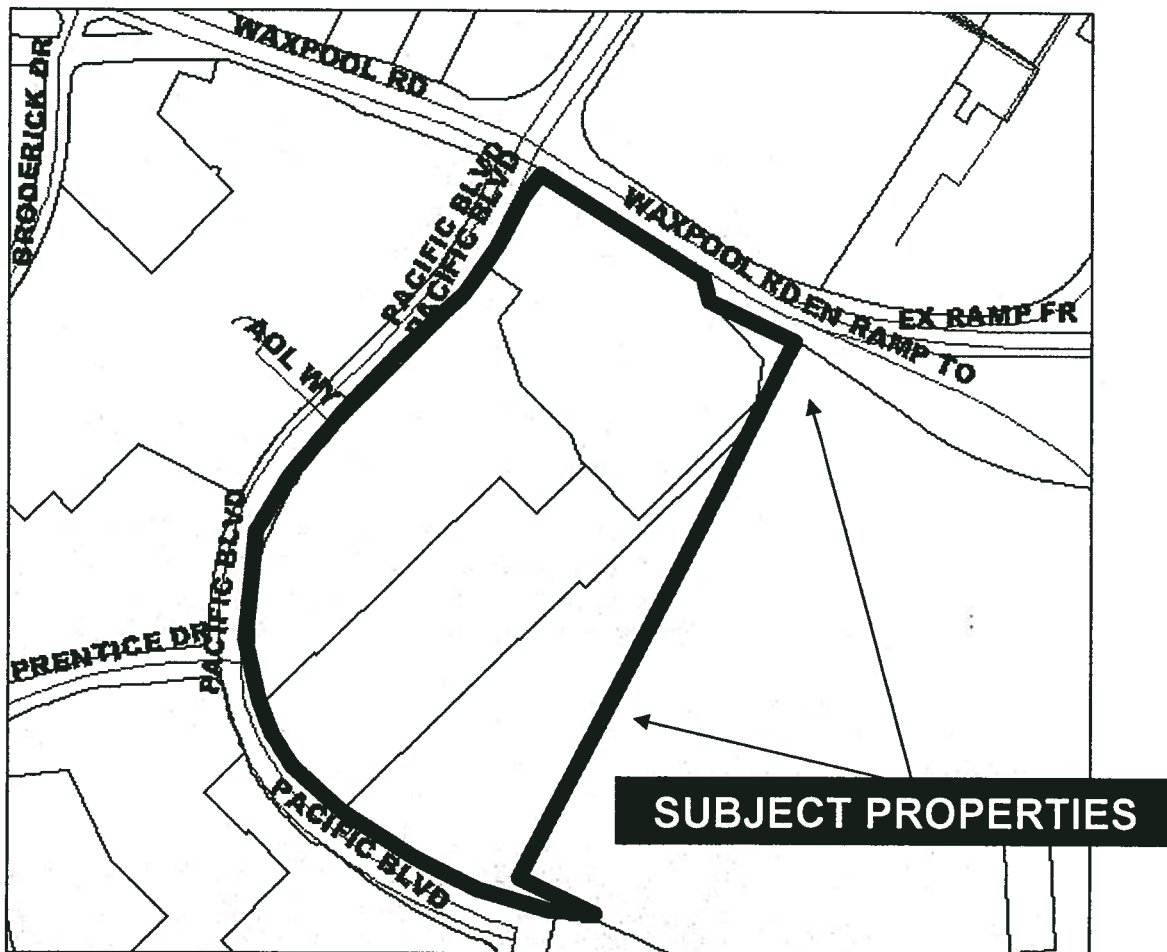
- (16) The effect of the rezoning on natural, scenic, archaeological, or historic features of significant importance:**

The proposed rezoning has no effect on the natural, scenic, archaeological or historic features of significance on the Subject Properties, since no additional construction is proposed for the Subject Properties. The existing minor floodplain area is protected by an easement.

VIII. Conclusion

The proposed ZMAP recognize that Subject Properties already contain buildings and parking structures as part of the AOL campus, and both requests are consistent with the Revised 1993 Zoning Ordinance, as well as the policies of the Revised General Plan. Specifically, the Revised General Plan identifies the need for high quality office uses that complement the office and retail developments of the Keynote Employment areas. Though the existing AOL campus was constructed under the PD-IP zoning district, the proposed rezoning is in closer conformance with Comprehensive Planning policies. With no additional square footage proposed with this application than what currently is built, no negative impacts will result on the volume of vehicular and pedestrian traffic safety if the Subject Properties are rezoned to the PD-OP zoning district. The proposed rezoning will best position AOL to respond flexibly to future market demands and accommodate future financing and business opportunities, as well as better provide desirable employment for Loudoun County residents.

PROPERTY LOCATION ATTACHMENT



Tax Parcel Numbers

94-21-41 (MCPI #044-26-1032)
94-28-41AA (MCPI #044-37-0163)
94-28-41AB (MCPI #044-37-2232)
94-28-41AC (MCPI #044-37-4409)

L0175926.DOC



**WALSH COLUCCI
LUBELEY EMRICH
& WALSH PC**

Christine Gleckner, AICP
Land Use Planner
(571) 209-5776
cgleckner@ldn.thelandlawyers.com

April 22, 2009

Via E-Mail Only

Judi Birkitt, Senior Planner
Loudoun County Dept. of Planning
One Harrison Street, SE
Leesburg, VA 20176

Re: ZMAP 2008-0011, AOL Campus

Dear Judi:

I am writing this letter in response to the comments provided Amy Lohr of Zoning Administration dated April 16, 2009 regarding the draft proffer statement.

Comment

1. In line 1 of paragraph 1, staff suggests the word "corporation" be changed to the phrase "limited liability company," consistent with the certificate of conversion submitted by the applicant. Staff also suggests that the owner information be updated with the Treasurer's Office.

Response: Line 1 of paragraph 1 has been revised as recommended.

Comment

2. In line 1 of paragraph 1, AOL LLC is stated as the only applicant/owner for the application. Therefore, staff suggests all references to "America Online, Inc." be changed to "AOL LLC" on the plan set, which currently contains numerous references to America Online, Inc.

Response: The plan set has been revised to change all references to America Online, Inc. to AOL LLC.

Comment

3. In regard to proffer 1, line 3, a period is needed between the words "2009" and "Development."

Response: Proffer 1 has been revised as recommended.

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ATTACHMENT 4

Comment

4. Staff suggests proffer 2 be divided into two paragraphs, with text revisions as follows:
(recommended text revisions are not included in this letter)

Response: Proffer 2 has been revised as recommended and has incorporated the recommended text revisions.

I have attached both comparison and clean versions of the proffers to this letter.

Sincerely,

WALSH, COLUCCI, LUBELEY, EMRICH & WALSH, P.C.

Christine Gleckner, AICP
Land Use Planner

Enclosure

cc: Peter Vanderloo, AOL LLC

A-42



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March 20, 2009

Via Hand Delivery

Judi Birkitt, Planner
Loudoun County Dept. of Planning
One Harrison Street, SE, Third Floor
Leesburg, VA

Re: ZMAP 2008-0011 AOL Campus – 2nd Referral

Dear Ms. Birkitt:

This letter addresses and provides you with a written response to the referral agency comments in the above referenced application. For your convenience, each of the staff comments are stated below and the Applicant's responses follow in bold italics.

LOUDOUN COUNTY DEPARTMENT OF BUILDING & DEVELOPMENT – ZONING ADMINISTRATION (AMY LOHR, 3/2/2009)

B. **OTHER ISSUES**

1. **Section 4-305(B)(3), Yards. Adjacent to Other Nonresidential Districts.** On sheet 2 under the row for Section 4-305(B)(3) as it relates to proposed lots 41A-1B-1C and 41A-1A, revise “+15” to “N/A.” A 15-foot yard is not required where the proposed PD-OP zoning will abut Tax Map 80 Parcel 10C, which is also zoned PD-OP.

Applicant Response: Sheet 2 has been revised as recommended.

2. **Section 4-306(B), Building Height.** On sheet 2, revise the required building heights row for Pacific Boulevard from “110.50” to “70.5” for lots 41A-1B-1A, 41A-1B-1B and 41A-1B-1C. [80.5’ high office building is 35.5’ feet over 45’; $35.5' + 35' = 70.5'$] For these three lots, also revise the figure of “45.5” to “35.5”. [80.5’ – 45’ = 35.5’] Under lot 41A-1B-1C, revise the building heights for NR Sterling (“50.50” should be “35.5” and “18.5” should be “3.5”). Lastly, the minimum yards indicated on sheet 4 as a result of the increased building heights are still not consistent with sheet 2. Revise the “106.00’ Required Min. Yard (Building)” to “35.5” and the “42.00’ Required Min. Yard (Garage)” to “3.5” (Prior comment B.5)

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(Garage)” to “3.5” (Prior comment B.5)

Applicant Response: *The setbacks shown on the plan reflect the 75’ setback requirement contained in Section 5-900, since Pacific Boulevard is classified as a major collector roadway in the Countywide Transportation Plan. 35’ is the parking setback and 75’ is the building setback. The CDP has been revised according to the other recommendations in this comment.*

3. On sheet 1 under the sheet index, sheet 2A needs to be listed. Also, rather than numbering it sheet 2A, consecutive numbering (1, 2, 3, 4, and 5) is preferred for plans with proffered sheets.

Applicant Response: *The sheet index on Sheet 1 has been revised as recommended.*

4. Please clarify note 1 on sheet 1 to state that the property is being rezoned to PD-OP under the Revised 1993 Loudoun County Zoning Ordinance.

Applicant Response: *Note 1 on Sheet 1 has been revised as recommended.*

5. In note 13 on sheet 1, remove the word “modification” from the note, as the ZMOD request was withdrawn.

Applicant Response: *Note 13 on Sheet 1 has been revised as recommended.*

6. On sheet 2, please change the “provided” column to “proposed” to make it clear that the square footages and other figures indicated represent the maximum proposed for each lot.

Applicant Response: *The Sheet 2 column heading has been revised as recommended.*

7. On sheet 2, review the narrative under Section 5-1303. The buffer narrative references six new lots instead of four.

Applicant Response: *The buffer narrative under Section 5-1303 on Sheet 2 has been revised as recommended.*

8. On sheet 2A, in the last line of the table for building CC3, information is missing. Please ensure that the table is accurate.

Applicant Response: *Sheet 3 (formerly Sheet 2A) has included the missing information.*

9. On sheet 4, please label Dresden Street.

Applicant Response: *Dresden Street has been labeled on Sheets 4 and 5.*

C. **PROFFER REVIEW**

The following comments are provided for the draft proffer statement dated January 23, 2009:

1. In line 1 of paragraph 1, the owner is stated as "AOL LLC." County Records indicate the owner is "America Online Inc" as opposed to an LLC. Also, prior to using the "AOL" acronym, staff suggests the proffer spell out the owner name (America Online). Please ensure that all owner information is accurately stated in the proffer.

Applicant Response: *AOL LLC is the correct name of the legal entity that owns the property. I have attached the certificate of conversion issued by the State of Delaware acknowledging the conversion of America Online Inc. to AOL LLC to document the official name change.*

2. In line 4 of paragraph 1, insert a space between the word "and" the slash before /94//28//41AC. Also, place a slash at the end of the tax map number (i.e. "/94//28//41AC").

Applicant Response: *Paragraph 1 has been revised as recommended.*

3. In regard to proffer 1, staff recommends proffering sheets 1, 2 and 4 only, as opposed to 1—4.

Applicant Response: *Proffer 1 has been revised as recommended.*

4. In regard to proffer 1, staff recommends adding language that specifically states the maximum square footage and/or maximum floor area ratio (FAR) allowed with this rezoning for each proposed lot. It should be clear that, while sheet 2 notes a maximum FAR of 0.6 pursuant to the PD-OP district regulations that is not what this application seeks.

Applicant Response: *The applicant has revised proffer 1 to specify the maximum floor area permitted on each lot under this CDP. Sheet 2 of the CDP also provides a maximum floor area rather than a maximum FAR.*

5. In regard to proffer 2, in lines 7 and 8, clarify which Pacific Boulevard entrance is to be closed.

Applicant Response: *Proffer 2 has been revised to refer to the entrance across from Dresden Street. Additionally, a label for Dresden Street has been added to the CDP, which should further clarify this proffer.*

described as "the vicinity of the primary east-west driveway through the Property...."
Please clarify the location of this "primary" driveway.

Applicant Response: *A label for the driveway referenced in this proffer has been added to Sheet 5 of the CDP, and the proffer has been revised to refer to the CDP to clarify the location of the driveway referenced in the proffer.*

7. In regard to proffer 2, if Dresden Street is extended north into the property, is it the applicant's intent to dedicate the right-of-way for such extension, at no cost to the County or VDOT? Staff suggests this matter be addressed in the proffer.

Applicant Response: *The requested language has been added to proffer 2.*

8. In regard to proffered sheet 4, is it the applicant's intent to proffer to the uses indicated (i.e. office and data center as shown)? Staff suggests this matter be clarified.

Applicant Response: *Sheet 5 (formerly Sheet 4) of the CDP has been revised to remove the use label from each of the lots shown on the CDP. Instead, a note has been added to Sheet 5 stating that all uses listed as permitted in the PD-OP district regulations are permitted and that all uses listed as special exception uses are eligible for approval pursuant to the special exception process.*

Very truly yours,

WALSH, COLUCCI, LUBELEY, EMRICH &
WALSH, P.C.



Christine Gleckner, AICP
Land Use Planner

CEG/tlm
Enclosures

A-46



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January 23, 2009

Via Hand Delivery

Judi Burkitt, Project Manager
Loudoun County Department of Planning
1 Harrison Street, SE, Third Floor
Leesburg, VA 20177-7000

RE: ZMAP 2008-0011, AOL LLC

Dear Ms. Burkitt:



This letter addresses and provides you with a written response to the referral agency comments in the above referenced application. For your convenience, each of the staff comments are stated below and the Applicant's responses follow in bold italics.

**LOUDOUN COUNTY DEPARTMENT OF PLANNING-COMMUNITY PLANNING
(KELLY WILLIAMS, 10/20/2008)**

As this application is proposing to rezone the property to accommodate a shift in lot lines, and the existing features of the office development are not being changed, staff finds the proposed application is in conformance with the Keynote Employment land use policies of the Revised General Plan.

Applicant Response: The applicant concurs that the application is in conformance with the Keynote Employment land use policies of the Revised General Plan.

Zoning Modification

According to the statement of justification, the applicants are requesting a zoning modification to Section 5-1303(A)(1) of the Revised 1993 Zoning Ordinance "in order to permit varying percentages of tree canopy coverage on the four parcels, while maintaining an overall tree canopy coverage of 10% over all four parcels. The application is not proposing to change any design features of the already existing office development, including the existing landscaping and tree canopy. The site currently meets the ordinance requirements, however with the change in lot lines; two of the lots will no longer meet the requirement. It is the intent of the modification to allow the existing tree canopy to be maintained as it currently exists.

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Staff can recommend approval of the modification if the applicant is willing to commit to retaining the existing tree canopy and providing assurances that it will be maintained.

Applicant Response: *Since filing the rezoning application, the applicant has conducted a tree survey of the property and has determined that each of the proposed lots will exceed the tree canopy coverage requirements contained in Section 5-1303(A)(1). Therefore, the applicant is withdrawing this modification request. A table showing the computations from the tree survey information provided by Heritage Landscaping and compiled by Urban, Ltd. is shown on Sheet 2A of the Concept Plan.*

RECOMMENDATIONS

The proposed rezoning application complies with the planned Keynote Employment land use designation of the Revised General Plan. Staff recommends commitments to retain the existing tree canopy and to provide assurances that it will be maintained.

Applicant Response: *These recommendations have been addressed in the above comments.*

LOUDOUN COUNTY DEPARTMENT OF BUILDING & DEVELOPMENT-ZONING ADMINISTRATION (AMY LOHR, 10/30/2008)

A. CRITICAL ISSUES

1. **Section 6-1504, Modification.** No modification shall be approved unless such modification will achieve an innovative design, improve upon the existing regulation or otherwise exceed the public purpose. The provided justification should be revised to address how the modification meets at least one of these criteria. The applicant proposes to modify Section 5-1303(A)(1) to allow 6.8% tree canopy on lot 41A-1B-1B and 8.7% on lot 41A-1A, as opposed to the required 10%. Staff does not support this modification as it is generally inconsistent with the purpose of the PD-OP district to provide a park-like atmosphere with extensive landscaping. Proposed lot 41A-1B-1B is to have 49% open space while proposed lot 41A-1A will have 57% open space. Therefore, it is unclear why the minimum tree canopy requirements cannot be met. Given that the lots may be sold individually, no lot should depend on another lot to meet the minimum tree canopy requirement. Finally, please ensure that the tree canopy figures on sheet 2 are based on current site conditions.

Applicant Response: *Since filing the rezoning application, the applicant has conducted a tree survey for the property and has determined that each of the proposed lots will exceed the tree canopy coverage requirements contained in Section 5-1303(A)(1). Therefore, the applicant is withdrawing this modification request. The tree canopy figures on Sheet 2 have been revised based on the tree survey for the property. A table showing the computations from the tree survey information provided by Heritage Landscaping and compiled by Urban Ltd. is shown on Sheet 2A of the Concept Plan.*

2. **Section 6-1508, Contents of an approved Concept Development Plan (CDP).** Much of the information required by Section 6-1508(A), Nonresidential Densities, has been indicated on sheet 2 of the plat. Therefore, the applicant will need to proffer substantial conformance to sheet 2, or provide the information required by Section 6-1508 on the CDP (sheet 4). Also, revise sheet 4 to address Section 6-1508(E), Perimeter Treatment, and Section 6-1508(F), Modification.

Applicant Response: The draft proffers submitted with this response letter include a proffer for substantial conformance with Sheet 2 of the plat. The rezoning proposal is based on the current site conditions, including the existing landscaping and perimeter treatment. The property is surrounded by similarly zoned land and no existing uses different from the office uses on site, and, therefore, additional perimeter treatment is not necessary. The applicant's tree survey has determined that a substantially larger number of trees was planted on the property than was shown on the approved site plan, resulting in a tree canopy coverage on each individual lot exceeding the minimum requirement. Therefore, the modification request has been withdrawn. Sheet 4, therefore, does not need to be revised.

B. OTHER ISSUES

1. **Sections 1-205(A)/5-900(C), Lot Access Requirements/Access from major roads.** New access points (public or private) to major collector roads are limited to locations at existing median breaks, planned median breaks or other locations approved by Loudoun County or VDOT. The potential future access point shown on the CDP (sheet 4) must be approved by VDOT. Also see comment B.15 below.

Applicant Response: The potential future access point shown on the CDP on Sheet 4 is at a median break on Pacific Boulevard. This access point has been shown on previous approved applications for the AOL campus and is not a request for a new access point with this application. The access point previously identified and approved has not yet been constructed. The applicant acknowledges that a VDOT permit will be required to construct an entrance at this median break location.

2. **Section 4-302, Size and Location.** On sheet 2, the minimum district size is stated as 20 acres. Per Section 4-302, the minimum district size is 5 acres. Revise the minimum district size to 5 acres and add the Z.O. Section reference (i.e. 4-302) to the first row.

Applicant Response: Sheet 2 has been revised as recommended. A note has been added to Sheet indicate that the proposed PD-OP district is larger than the minimum size of five acres.

3. **Section 4-305(B)(1), Yards. Adjacent to roads.** On sheet 2 under the row for Section 4-305(B)(1), "major arterials" should be changed to "major collectors." Additionally,

Section 5-900(A)(10) supersedes Section 4-305(B)(1). Therefore, revise the Z.O. section reference to 5-900(A)(10).

Applicant Response: *Sheet 2 has been revised as recommended. Additionally, a note was added to explain that Section 5-900 (A)(10) supersedes Section 4-305(B)(1) to avoid any confusion.*

4. **Section 4-305(B)(3), Yards. Adjacent to Other Nonresidential Districts.** On sheet 2 under the row for Section 4-305(B)(1) as it relates to lot 41A-1A, revise "N/A" to "+15'." The proposed lot configuration will result in PD-OP zoning to the east of lot 41A-1A.

Applicant Response: *Sheet 2 has been revised as recommended.*

5. **Section 4-306(B), Building Height.** On sheet 2 under the row for Section 4-306(B) as it relates to lot 41A-1B-1C, review the stated heights required from "N/F Nattak." These figures appear to assume the former 2:1 increase and a 35-foot yard as opposed to the required 1:1 increase and 15-foot yard. Likewise, revise the minimums shown on the CDP (sheet 4) from the PD-OP zone. For lot 41A-1A, state the height of the cold water storage tank on sheets 2 and 4.

Applicant Response: *Sheets 2 and 4 have been revised as recommended. In addition, the reference to N/F Nattak has been changed to N/F Sterling to reflect the latest County records.*

6. **4-307(C), Landscaped Open Space.** The figures for provided open space under the "proposed area comps" on sheet 1 do not correspond to the figures on sheet 2. For example, under lot 41A-1B-1A, sheet 1 indicates 65% whereas sheet 2 indicates .87 (i.e. 87%). The numbers shown on sheet 1 appear to be the correct figures. Please resolve all discrepancies regarding the provided amount of open space.

Applicant Response: *The open space percentages have been corrected and revised and Sheets 1 and 2 now provide consistent information.*

7. **Section 4-1500, FOD - Floodplain Overlay District.** Show the limits of minor floodplain on the CDP (sheet 4). Parking is located in the minor floodplain. Please address whether such parking meets all the standards set forth in Section 4-1505(B)(6), which lists as a permitted use in the floodplain of streams draining less than 640 acres, "Parking areas less than 5,000 square feet not otherwise permitted. Such parking areas shall not be subject to 100-year flooding greater than one foot in depth, shall be equipped with best management practices maintained by the property owner, and shall not require major fill."

Applicant Response: *Sheet 4 has been revised to show the limits of the minor floodplain, based on FPAL 2000-0030. There is no parking within the 100-year floodplain.*

8. **Section 5-900, Access and Setbacks From Specific Roads and the W&OD Trail.** Per Section 5-900(A)(10)(b), illustrate and label the 35-foot parking setback from major collector roads on the CDP (sheet 4).

Applicant Response: *Sheet 4 has been revised to label the 35-foot parking setback from major collector roads.*

9. **Section 5-1100, Off-Street Parking and Loading Requirements.** Sheet 1 states that Tech Center parking is provided per STPL 1996-0058 with a total of 49 spaces. Staff notes that the CDP (sheet 4) illustrates approximately 97 spaces. SPAM 1999-0014 approved 98 parking spaces for the site and a subsequent application (SPAM 2002-0029) notes 97 spaces. Please confirm the number of parking spaces on lot 41A-1A and revise the stated figure and site plan reference on sheet 1 as needed.

Applicant Response: *Sheet 1 has been revised to reflect the parking provided per SPAM 2002-0029.*

10. **Section 5-1508, Steep Slope Standards.** On sheets 3 and 4, better distinguish between moderately steep slopes and very steep slopes. In the legend, there is little difference between the patterns which depict these areas. In addition, ensure that the steep slopes shown are consistent with County Records as there are some locational discrepancies.

Applicant Response: *Sheets 3 and 4 have been revised to distinguish the moderately steep slopes and the very steep slopes. These steep slopes have been created as a result of permitted land disturbing activities, which are noted on the Concept Plan. The steep slopes shown on the County records have been eliminated by virtue of permitted land disturbing activities, and, therefore, the steep slopes shown on the Concept Plan are in a different location than the steep slopes shown on the County records.*

11. Revise general note 3 on sheet 1. The property is currently governed by the 1993 Zoning Ordinance, not the Revised 1993 Zoning Ordinance. Also, add a comma between FOD and AI to separate these acronyms.

Applicant Response: *General Note 3 on Sheet 1 has been revised as recommended.*

12. Revise general note 13 on sheet 1 to also reference the proposed rezoning application.

Applicant Response: *General Note 13 on Sheet 1 has been revised as recommended.*

13. On sheet 2 (row 1), revise the provided district size stated for each proposed lot. It is stated as +/-65 Ac., but the four parcels add up to 43.35 acres.

Applicant Response: *Sheet 2 has been revised as recommended.*

14. On sheets 3 and 4, the text associated with the cold water storage tank on lot 41A-1A is not legible. Please increase the size of this text.

Applicant Response: *Sheets 3 and 4 have been revised as recommended.*

15. Condition # 6 of SPEX 1998-0012 states that at such time as Dresden Street is extended, the applicant will move its entrance from Pacific Boulevard to an entrance on Dresden Street at no cost to the County or to VDOT. Dresden Street may be public or private. On the proposed CDP (sheet 4), a potential future access point is shown at Dresden Street, without noting the closure of any Pacific Boulevard entrance. If the future removal of an entrance from Pacific Boulevard is still desired, staff recommends this provision be included in the proffer statement.

Applicant Response: *A proffer has been included to address this provision.*

16. The proposed rezoning does not allow for any future development of the site. Staff notes that any additional square footage would not be permitted without the approval of a zoning concept plan amendment (ZCPA).

Applicant Response: *The applicant acknowledges that this is a limitation of the rezoning application they have filed.*

C. PRIOR APPROVALS

1. With this rezoning to PD-OP, the special exception conditions approved with SPEX 1991-0008 and SPEX 1998-0012 will no longer apply to this site.

Applicant Response: *The applicant acknowledges that the rezoning application supersedes the prior special exception approvals for the property.*

2. With this rezoning to PD-OP, the modification of PD-IP zoning ordinance sections with ZMOD 2002-0002 would no longer apply to this site.

Applicant Response: *The applicant acknowledges that the PD-IP modifications which have been granted for the property will no longer apply upon approval of the PD-OP rezoning.*

**LOUDOUN COUNTY DEPARTMENT OF BUILDING & DEVELOPMENT –
ENVIRONMENTAL REVIEW TEAM (WILLIAM MARSH, 11/13/2008)**

Regarding stream buffer enhancement

1. Staff supports enhancing tree cover within the River and Stream Corridor buffer area located upstream of the existing wet pond. This area includes significant areas of brush and invasive species and is generally located uphill of the sanitary sewer easement. This recommendation is consistent with Forest, Trees and Vegetation Policy 1 that encourages "management of forest resources for their economic and environmental benefits." (p.5-32 of the Revised General Plan) Staff recommends supplemental planting in sparse areas on an approximate 11' x 11' spacing using 3-gallon containerized native deciduous plant material. This approach would provide for a healthier tree stand with better riparian function and enhanced aesthetic appeal.

Applicant Response: *This rezoning request will result in no changes to the physical conditions existing on site, and, therefore, no additional impact to the stream valley will result from this rezoning. The rezoning is based on approval of existing conditions. If the applicant ever wishes to increase the density on site, a concept plan amendment will be required and additional proffers will be appropriate at that time.*

Regarding steep slopes

2. ERT concurs with Zoning Administration comments and requests a verification of proper steep slope alignment on site. Please also distinguish between man-made and natural steep slopes.

Applicant Response: *Sheets 3 and 4 have been revised to distinguish the moderately steep slopes and the very steep slopes. These steep slopes have been created as a result of permitted land disturbing activities, which are noted on the Concept Plan. The steep slopes shown on the County records have been eliminated by virtue of permitted land disturbing activities, and, therefore, the steep slopes shown on the Concept Plan are in a different location than the steep slopes shown on the County records.*

Due to the scope of the comments provided, staff requests an opportunity to review the subsequent submission of this application.

Applicant Response: *The applicant anticipates that ERT will review the responses the applicant has provided to these comments.*

LOUDOUN COUNTY OFFICE OF TRANSPORTATION SERVICES (ART SMITH, 10/17/2008)

ISSUES

The purpose of this rezoning is for the applicant to be able to have greater than a 0.4 FAR on individual parcels within the subject property. No additional square footage is being proposed with this rezoning.

Please note that should the applicant request additional square footage on the site in the future, a traffic study would be required.

Applicant Response: *The applicant acknowledges that in order to increase the square footage beyond what is shown on the CDP, a subsequent zoning application will be required that will require a traffic study as part of the submission materials.*

CONCLUSION

OTS has no objection to the approval of this application.

Applicant Response: *Comment noted.*

Sincerely,

WALSH, COLUCCI, LUBELEY, EMRICH &
WALSH, P.C.



Christine Gleckner, AICP
Land Use Planner

Enclosure

**Proffers
ZMAP 2008-0011
AOL LLC**

April 20, 2009

AOL LLC, a Delaware limited liability company, is the applicant and the owner (referred to as the "Owner") of certain property described as Loudoun County Tax Map ("LCTM") Parcels /94//28////41/ (MCPI # 044-26-1032), /94//28//41AA/ (MCPI # 044-37-0163), /94//28//41AB/ (MCPI # 044-37-2232), and /94//28//41AC/ (MCPI # 044-37-4409). These parcels shall be referred to, collectively, as the "Property". AOL LLC hereby voluntarily proffers, pursuant to Section 15.2-2303 of the Code of Virginia (1950), as amended, and the Zoning Ordinance of Loudoun County, Virginia, as amended, that, in the event the Zoning Map Amendment Petition as proposed in ZMAP 2008-0011 and as shown on the AOL LLC Concept Development Plan, Sheets 1, 2 and 5, dated June 2008 as revised through March 18, 2009, prepared by Urban, Ltd. (referred to as the "CDP"), which is incorporated herein by reference as Exhibit A, is approved, the development of the above-referenced parcels will be in substantial conformity with the following terms and conditions. These proffers supersede and replace any and all prior zoning approvals which pertain to the Property and which have been previously approved pursuant to SPEX 1991-0008, SPEX 1998-0012 and ZMOD 2002-0002.

1. CONCEPT DEVELOPMENT PLAN (CDP)

Development of the Property shall be in substantial conformity with Sheets 1, 2 and 5 of the CDP, prepared by Urban, Ltd., dated June 2008 as revised through March 18, 2009. Development on Lots 41A-1B-1A, 41A-1B-1B, 41A-1B-1C and 41A-1A shall

not exceed the maximum square footage shown in the “Proposed” column for each lot, respectively, on Sheet 2 of the CDP.

2. PACIFIC BOULEVARD ENTRANCE AT DRESDEN STREET

Sheet 5 of the CDP shows a potential future access point for the Property onto Pacific Boulevard across from Dresden Street. The Owner may construct this future access point onto Pacific Boulevard at its discretion subject to Virginia Department of Transportation (hereafter “VDOT”) approval. In the event the Owner does not construct this private entrance onto Pacific Boulevard prior to the extension of Dresden Street as described in proffer 3, below, the Owner waives its right to construct a private entrance onto Pacific Boulevard.

3. EXTENSION OF DRESDEN STREET

a. In the event Dresden Street is extended (hereafter “Dresden Street Extended”) to the north across from Pacific Boulevard by others in the future, the Owner shall close its private entrance onto Pacific Boulevard across from Dresden Street at no cost to VDOT or the County, provided that two access points will be permitted onto Dresden Street Extended from the Property. The two access points shall intersect with Dresden Street in the vicinity of the existing driveway accessing the garage for Building CC5, as shown on Sheet 5 of the CDP, and in the vicinity of the “East-West Driveway” as shown on Sheet 5 of the CDP.

b. In the event Dresden Street Extended is a public street, the Owner shall dedicate right-of-way necessary for this roadway, at no cost to VDOT or the County.

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c. In the event Dresden Street Extended is a public street, the two access points onto Dresden Street Extended provided for in proffer 3/a, above, shall be subject to VDOT approval. The Owner agrees to dedicate right-of-way for Dresden Street extended at no cost to VDOT or the County, if needed, in the event Dresden Street extended is a public street. If, prior to the Owner constructing an entrance onto Pacific Boulevard across the intersection with Dresden Street, Dresden Street is extended across Pacific Boulevard to the north by others, the Owner may, at its option, construct the two entrance access points onto Dresden Street extended adjacent to the Property as described above, thereby waiving its right to construct the foregoing entrance access point on Pacific Boulevard across from Dresden Street.

3. BINDING EFFECT

The undersigned Owners hereby warrant that all of the owners of a legal interest in the Property have signed this proffer statement that all signatories have full authority to bind the Property to these conditions, and that the proffers are entered into voluntarily.

AOL LLC,

A Delaware Limited Liability Company

By: _____

Its: _____

STATE OF
CITY/COUNTY OF _____: to-wit:

The foregoing instrument was acknowledged before me, this ____ day of _____, 2009, by _____ and _____, respectively, of AOL LLC on behalf of the limited liability company.

My Commission Expires:

Notary Public